

**KEEFE AND ASSOCIATES**

PETER D. KEEFE, Patent Attorney  
24405 Gratiot Avenue  
Eastpointe, Michigan 48021  
Telephone: (586) 775-5680  
Fax: (586) 775-2769

November 15, 2005

UNITED STATES BANKRUPTCY COURT  
Southern District of New York  
Delphi Corporation Claim Docketing Center  
P.O. Box 5058  
Bowling Green Station  
New York, NY 10274-5058

**Re: *Delphi Corporation, et al.***  
***Case No.: 05-44481(RRD)***

Dear Sir/Madam:

Enclosed please find my Affidavit of Legal Ordinary Course Professional and Proof of Service in the above matter.

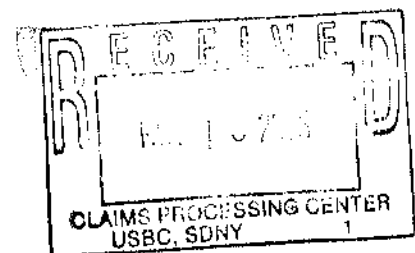
Very truly yours,



PETER D. KEEFE, Principal  
KEEFE AND ASSOCIATES

PDK/sv  
Enclosures  
cc(w/enc):

DELPHI CORPORATION, Attn: General Counsel  
SKADDEN, ARPS, SLATE, MEAGHER & FLOM, Attn: John Wm. Butler, Jr., Esq.  
U.S. TRUSTEE, Attn: Alicia M. Leonhard, Esq.  
LATHAM & WATKINS, Attn: Mark A. Broude, Esq.  
SIMPSON THACHER & BARTLETT, LLP, Attn: Marissa Wesley, Esq.  
DAVIS POLK & WARDELL, Attn: Marlane Melican, Esq.



UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

IN RE:

CHAPTER 11

CASE NO. 05-44481 (RDD)

DELPHI CORPORATION, et al

(Jointly Administered)

Debtors.

**AFFIDAVIT OF LEGAL ORDINARY COURSE PROFESSIONAL**

STATE OF MICHIGAN       )  
                                  )SS  
COUNTY OF MACOMB       )

1. I am a principal of KEEFE AND ASSOCIATES which firm maintains offices at 24405 Gratiot Avenue, Eastpointe, Michigan 48021.
2. Neither I, KEEFE AND ASSOCIATES, nor any partner, auditor or other member thereof, insofar as I have been able to ascertain, has any connection with the above-captioned debtors and debtors-in-possession (the "Debtors"), their creditors, or any other party-in-interest, or their attorneys, except as set forth in this affidavit.
3. KEEFE AND ASSOCIATES, has represented and advised the Debtors in patent law with respect to a broad range of aspects of the Debtors' business.
4. The Debtors have requested, and KEEFE AND ASSOCIATES has agreed, to continue to represent and advise the Debtors pursuant to section 327(e) of title 11 of the United States Code, 11 U.S.C §§ 101-1330, as amended (the "Bankruptcy Code"), with respect to such matters. Additionally, the Debtors have requested, and KEEFE AND ASSOCIATES proposes, to render the following services to the Debtors: Patent law, particularly patent application preparation and prosecution.
5. KEEFE AND ASSOCIATES' current fee arrangement is a flat fee on a "per job" basis.
6. Except as set forth herein, no promises have been received by KEEFE AND ASSOCIATES or any other partner, auditor or other member thereof as to compensation in connection with these chapter 11 cases other than in accordance with the provisions of the Bankruptcy Code, the Federal Rules of Bankruptcy Procedure, the Local Rules, orders of this Court, and the Fee Guidelines promulgated by the Executive Office of the United States Trustee.
7. KEEFE AND ASSOCIATES has no agreement with any entity to share with such entity any compensation received by KEEFE AND ASSOCIATES.
8. KEEFE AND ASSOCIATES and its partners, auditors, and other members may have in the past represented, and may in the future represent entities that are claimants of the Debtors in matters totally unrelated to these pending chapter 11 cases. KEEFE AND ASSOCIATES does not and

will not represent any such entity in connection with these pending chapter 11 cases and does not have any relationship with any such entity, attorneys, or accountants that would be adverse to the debtor in their estates.

9. Neither I, KEEFE AND ASSOCIATES, nor any partner, auditor or other member thereof insofar as I have been able to ascertain, holds or represents any interest adverse to the Debtors, or their estates in the matters upon which KEEFE AND ASSOCIATES is to be engaged.

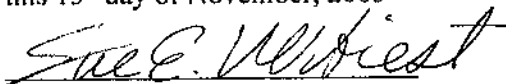
10. In view of the foregoing, KEEFE AND ASSOCIATES is a "disinterested person" within the meaning of section 101(14) of the Bankruptcy Code.

11. The foregoing constitutes the statements of KEEFE AND ASSOCIATES pursuant to sections 329 and 504 of the Bankruptcy Code and Bankruptcy Rules 2014 and 2016(b).

FURTHER AFFIANT SAYETH NOT

  
\_\_\_\_\_  
PETER D. KEEFE, Principal  
KEEFE AND ASSOCIATES

Subscribed and sworn before me  
this 15<sup>th</sup> day of November, 2005

  
SUE E. VERBIEST, Notary Public  
Macomb County, Michigan  
Acting in Macomb County  
My Commission expires: 09/23/2012

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

IN RE:

CHAPTER 11

DELPHI CORPORATION, et al

CASE NO. 05-44481 (RDD)

Debtors.

(Jointly Administered)

AFFIDAVIT OF SERVICE-MAIL

STATE OF MICHIGAN )  
 )SS  
COUNTY OF MACOMB )

PETER D. KEEFE, being duly sworn, deposes and says that on the 15<sup>th</sup> of November, 2005, he served a copy of **Affidavit of Legal Ordinary Course Professional** and **Affidavit of Service Mail** upon all parties of record by placing the same in an envelope properly addressed to:

DELPHI CORPORATION  
5725 Delphi Dr.  
Troy, MI 48098  
Attn: General Counsel

SKADDEN, ARPS,  
SLATE, MEAGHER & FLOM  
333 West Wacker Dr.  
Chicago, IL 60606  
Attn: John Wm. Butler, Jr., Esq.

U.S. TRUSTEE  
33 Whitehall St.  
Suite 2100  
New York, NY 10044  
Attn: Alicia M. Leonhard, Esq.

LATHAM & WATKINS  
855 Third Ave.  
New York, NY 10022  
Attn: Mark A. Broude, Esq.

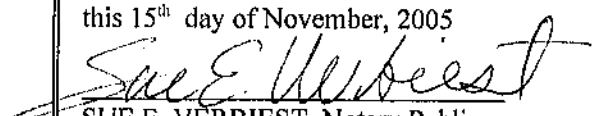
SIMPSON THACHER &  
BARTLETT, LLP  
425 Lexington Ave.  
New York, NY 10017  
Attn: Marissa Wesley, Esq.

DAVIS POLK & WARDELL  
450 Lexington Ave.  
New York, NY 10017  
Attn: Marlane Melican, Esq.

and sealing said envelope and depositing the same in the United States mail with first class postage fully prepaid thereon.

  
PETER D. KEEFE, Principal  
KEEFE AND ASSOCIATES

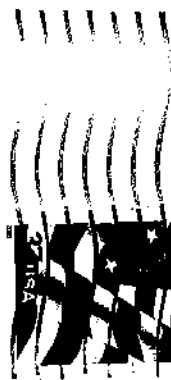
Subscribed to and sworn before me  
this 15<sup>th</sup> day of November, 2005

  
SUE E. VERBIEST, Notary Public  
Macomb County, Michigan  
Acting in Macomb County  
My Commission Expires: 09/23/2012



**Keel and Associates**  
*Patent Attorneys*  
24405 Gratiot Ave.  
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